



RECORDATION NO. 24479-A FILED

JUN 30 '03

12-59 PM

SURFACE TRANSPORTATION BOARD

150 North Michigan Avenue
Chicago, Illinois 60601-7567
312.558.1000 Fax 312.750.8600

SUSAN G. LICHTENFELD

Attorney at Law

312.750.8655 Fax 312.920.6161
susan.lichtenfeld@rosshardies.com

June 26, 2003

VIA OVERNIGHT DELIVERY

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Statement of New Car Marks and Numbers, dated as of June 19, 2003 (the "Statement of New Car Marks"), between Railcar Custom Leasing, LLC ("Lessor") and Stillwater Central Railroad, Inc. ("Lessee"), which Statement of New Car Marks is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Statement of New Car Marks relates to that certain Memorandum of Railcar Equipment Lease, dated as of February 21, 2003 (the "Memorandum of Lease"), between Lessor and Lessee, which was filed with the Surface Transportation Board on June 9, 2003 and assigned recordation number 24479. The Memorandum of Lease is a primary document to which the Statement of New Car Marks relates.

The names and addresses of the parties to the enclosed Statement of New Car Marks:

Lessor: Railcar Custom Leasing, LLC
980 North Michigan Avenue, Suite 1000
Chicago, Illinois 60611

Lessor: Stillwater Central Railroad, Inc.
315 W. 3rd Street
Pittsburg, Kansas 66762

A description of the railroad equipment covered by the enclosed document is set forth in the Statement of New Car Marks.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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Vernon A. Williams
June 26, 2003
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Kindly return one stamped original copy and the two stamped photostatic copies of the enclosed document to Susan G. Lichtenfeld, Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

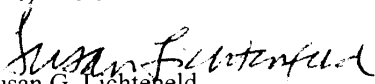
Secondary Document to be Recorded

Statement of New Car Marks and Numbers, dated as of June 19, 2003, between Railcar Custom Leasing, LLC, as Lessor, and Stillwater Central Railroad, Inc., as Lessee, relating to 45 steel rapid discharge open top hopper cars.

Primary Document to which it Relates

Memorandum of Railcar Equipment Lease, dated as of June 9, 2003, between Railcar Custom Leasing, LLC, as Lessor, and Stillwater Central Railroad, Inc., as Lessee, recorded with the Surface Transportation Board on June 9, 2003 and assigned recordation number 24479.

Very truly yours,


Susan G. Lichtenfeld

SGL/vgc

w/encl.

RECORDATION NO. 24419-A FILED

JUN 30 '03

12-59 PM

STATEMENT OF NEW CAR MARKS AND NUMBERS SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, Railcar Custom Leasing, LLC, a Tennessee limited liability company ("Lessor"), and Stillwater Central Railroad, Inc., an Oklahoma corporation ("Lessee"), have heretofore executed and delivered that certain Railcar Equipment Lease dated as of February 21, 2003 (the "Lease Agreement"), and Rider 1 thereto dated February 21, 2003 ("Rider 1", the Lease Agreement and Rider 1 are hereinafter collectively referred to as the "Lease") and that certain Memorandum of Railcar Equipment Lease dated as of February 21, 2003 (the "Memorandum"), which document was duly recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on June 9, 2003 and assigned recordation number 24479; and

WHEREAS, the reporting marks and road numbers described on Schedule A to Rider 1 and on Schedule 1 to the Memorandum have been changed as set forth on Schedule 1 hereto and the parties hereto desire to amend the Rider 1 and the Memorandum accordingly and to reflect such change on the records of the Surface Transportation Board maintained pursuant to 49 U.S.C. §11301.

NOW, THEREFORE, the undersigned do hereby make this Statement of New Car Marks and Numbers which amends Rider 1 and the Memorandum accordingly and authorize and direct that this document be filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301.

IN WITNESS WHEREOF, the undersigned have caused this instrument to be duly executed and delivered by their duly authorized officer as of the 19th day of June, 2003.

RAILCAR CUSTOM LEASING, LLC

By: 

Name Dennis L. Amick

Title President

STILLWATER CENTRAL RAILROAD, INC.

By: 

Name RANDOLPH R. READINGER

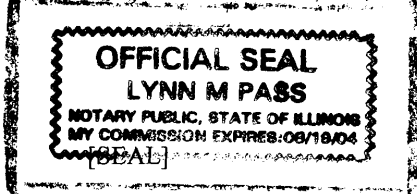
Title Asst. Sec.

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 23rd day of June, 2003 before me personally appears [Signature], to me personally known, who by me duly sworn, says that he/she is the President of RAILCAR CUSTOM LEASING, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



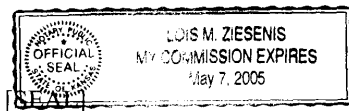
[Signature]
Notary Public

My Commission expires: August 19, 2004

STATE OF KANSAS)
)
COUNTY OF CRAWFORD)

On this 18th day of June, 2003 before me personally appears Randall R. Readinger, to me personally known, who by me duly sworn, says that he/she is the Assistant Secretary of STILLWATER CENTRAL RAILROAD, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[Signature]
Notary Public

My Commission expires: May 7, 2005

**SCHEDULE 1
TO THE STATEMENT OF NEW CAR NUMBERS
DATED JUNE 19, 2003**

EQUIPMENT

45 Steel Rapid Discharge Open Top Hopper Cars bearing the following marks and numbers:

<u>Old Car Mark/Numbers</u>	<u>New Car Mark/Numbers</u>
JAIX 90834	SLWC 101
JAIX 90840	SLWC 102
JAIX 90846	SLWC 103
JAIX 90850	SLWC 104
JAIX 90851	SLWC 105
JAIX 90852	SLWC 106
JAIX 90853	SLWC 107
JAIX 90855	SLWC 108
JAIX 90856	SLWC 109
JAIX 90857	SLWC 110
JAIX 90858	SLWC 111
JAIX 90859	SLWC 112
JAIX 90860	SLWC 113
JAIX 90861	SLWC 114
JAIX 90862	SLWC 115
JAIX 90863	SLWC 116
JAIX 90864	SLWC 117
JAIX 90871	SLWC 118
JAIX 90872	SLWC 119
JAIX 90873	SLWC 120
JAIX 90874	SLWC 121
JAIX 90875	SLWC 122
JAIX 90877	SLWC 123
JAIX 90878	SLWC 124
JAIX 90883	SLWC 125
JAIX 72007	SLWC 126
JAIX 72013	SLWC 127
JAIX 72046	SLWC 128
JAIX 72055	SLWC 129
JAIX 72073	SLWC 130
JAIX 72088	SLWC 131
JAIX 72090	SLWC 132
JAIX 72016	SLWC 133
JAIX 72020	SLWC 134
JAIX 72034	SLWC 135
JAIX 72035	SLWC 136

JAIX	72041	SLWC	137
JAIX	72043	SLWC	138
JAIX	72047	SLWC	139
JAIX	72050	SLWC	140
JAIX	72052	SLWC	141
JAIX	72061	SLWC	142
JAIX	72064	SLWC	143
JAIX	72070	SLWC	144
JAIX	72071	SLWC	145